

SMITH WAYNE T

Form 4

November 01, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SMITH WAYNE T

(Last) (First) (Middle)

C/O PRAXAIR, INC., 10
RIVERVIEW DRIVE

(Street)

DANBURY, CT 06810

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PRAXAIR INC [PX]

3. Date of Earliest Transaction
(Month/Day/Year)
10/31/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/31/2018		D ⁽¹⁾		21,058.88	D	\$ 0 (1)
							0

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Units	\$ 0 <u>(2)</u>	10/31/2018		D <u>(1)</u>		2,915.04		<u>(2)</u>	<u>(2)</u>	Common Stock	2,915
Deferred Stock Units	\$ 0 <u>(3)</u>	10/31/2018		D		31,630.276		<u>(4)</u>	<u>(4)</u>	Common Stock	31,630

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SMITH WAYNE T C/O PRAXAIR, INC. 10 RIVERVIEW DRIVE DANBURY, CT 06810	X

Signatures

Anthony M. Pepper,
Attorney-in-Fact

11/01/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- Reflects the disposition of Praxair common stock in connection with the consummation of the transactions contemplated by the Business Combination Agreement (the "BCA") dated as of June 1, 2017, by and among Linde Aktiengesellschaft, Praxair, Inc., a Delaware corporation (the "Company"), Linde plc, Zamalight Holdco LLC, and Zamalight Subco, Inc. In connection with the BCA, Praxair, Inc. became an indirect wholly-owned subsidiary of Linde plc, and each share of Praxair Common stock, par value \$0.01 per share, was exchanged for one Ordinary Share of Linde plc.
- (1) Restricted Stock Units ("RSUs") that have vested in full but whose payout was deferred. In connection with the BCA, the RSUs have been converted into RSUs of Linde plc Ordinary Shares on a one-for-one basis.
 - (2) Conversion to Praxair Common Stock is on a 1-for-1 basis.
 - (3) Deferred stock units ("DSUs") acquired by reporting person under the Praxair, Inc. Director's Fees Deferral Plan. In connection with the BCA, the DSUs have been converted into DSUs of Linde plc Ordinary Shares on a one-for-one basis.
 - (4) This total includes shares previously acquired through automatic dividend reinvestment under the Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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